

Deborah M. Perry
Texas Bar No. 24002755
MUNSCH HARDT KOPF & HARR, P.C.
3800 Lincoln Plaza
500 North Akard Street
Dallas, Texas 75201-6659
Telephone: (214) 855-7500
Facsimile: (214) 855-7584
Email: dperry@munsch.com

*Attorneys for JLL Consultants, Inc.,
Trustee of the Oceanaire Creditors Trust*

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re:	§	Chapter 11
	§	
THE OCEANAIRE TEXAS RESTAURANT	§	Case No. 09-34262-bjh-11
COMPANY, L.P., <i>et al.</i> , ¹	§	
	§	Jointly Administered
Debtors.	§	
	§	

**CREDITOR TRUSTEE'S MOTION TO APPROVE COMPROMISE AND
SETTLEMENT WITH ST. JAMES ASSOCIATES JOINT VENTURE**

TO THE HONORABLE BARBARA J. HOUSER, CHIEF U.S. BANKRUPTCY JUDGE:

**NO HEARING WILL BE CONDUCTED HEREON UNLESS A WRITTEN
RESPONSE IS FILED WITH THE CLERK OF THE UNITED STATES
BANKRUPTCY COURT AT 1100 COMMERCE STREET, ROOM 12A24,
DALLAS, TEXAS 75242, BEFORE THE CLOSE OF BUSINESS ON
JANUARY 13, 2012, WHICH IS TWENTY-FOUR (24) DAYS FROM THE
DATE OF SERVICE HEREOF.**

**ANY RESPONSE SHALL BE IN WRITING AND FILED WITH THE
CLERK, AND A COPY SHALL BE SERVED UPON COUNSEL FOR THE
MOVING PARTY PRIOR TO THE DATE AND TIME SET FORTH
HEREIN. IF A RESPONSE IS FILED A HEARING MAY BE HELD
WITH NOTICE ONLY TO THE OBJECTING PARTY**

¹ The other Debtors in these cases include The Oceanaire Restaurant Company, Inc., The Oceanaire, Inc., The Oceanaire Investment Company, Inc., The Oceanaire Minneapolis Restaurant Company, LLC, and The Oceanaire Texas Beverage Company, Inc. (collectively, and with The Oceanaire Texas Restaurant Company, L.P., referred to as the "Debtors").

IF NO HEARING ON SUCH NOTICE OR MOTION IS TIMELY REQUESTED, THE RELIEF REQUESTED SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT OR THE NOTICED ACTION MAY BE TAKEN.

COMES NOW JLL Consultants, Inc. (the “Trustee”), the duly-appointed trustee of the Oceanaire Creditors Trust (the “Trust”) under the confirmed *First Amended Joint Plan of Reorganization Proposed by Debtors and Official Committee of Unsecured Creditors Under Chapter 11 of the United States Bankruptcy Code* [Docket No. 540] (the “Plan”), and files its *Motion to Approve Compromise and Settlement with St. James Associates Joint Venture* (the “Motion”) pursuant to 11 U.S.C. § 105 and Fed. R. Bankr. P. 9019. In support of the Motion, the Trustee respectfully submits as follows:

I. JURISDICTION AND VENUE

1. The Court has jurisdiction over the Bankruptcy Case and this Motion pursuant to 28 U.S.C. §§ 157 and 1334 and Article X of the Plan. The Motion constitutes a core matter pursuant to 28 U.S.C. § 157(b)(2). Venue of the Motion in this District is proper pursuant to 28 U.S.C. § 1409.

2. The statutory bases for the relief requested herein are section 105 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 9019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

II. BACKGROUND

A. Procedural Background of the Bankruptcy Cases

3. On July 5, 2009 (the “Petition Date”), The Oceanaire Texas Restaurant Company, L.P. and its affiliated debtors (collectively, the “Debtors”) filed their respective voluntary petitions for relief under Chapter 11 of the Bankruptcy Code, thereby commencing the above-captioned bankruptcy cases (the “Bankruptcy Cases”).

4. On July 15, 2009, the Court entered an order [Docket No. 60] setting October 9, 2009 (the “Bar Date”) as the bar date for all non-governmental creditors to file a proof of claim against the Debtors. On the following day, The Garden City Group, Inc. (“Garden City”), as the Debtors’ duly-appointed claims, noticing, and balloting agent, served the court-approved *Notice of Chapter 11 Bankruptcy Case, Meeting of Creditors, & Deadlines*² on all known parties with a potential claim against or interest in the Debtors as well as all parties who had filed a notice of appearance by the end of the day on July 16, 2009.³

5. On March 16, 2010, the Debtors and Official Committee of Unsecured Creditors filed the Plan. This Court entered an order [Docket No. 646] on April 29, 2010 confirming the Plan. On April 30, 2010 (the “Effective Date”), the Plan became effective according to its terms. In accordance with the Plan and the Confirmation Order, on the Effective Date, the Trust was established and the Trustee was appointed as the initial trustee of the Trust. The Plan provides the Trust and the Trustee with standing to review and object to claims which are not valid claims entitled to distribution from the Trust corpus.

B. The Lease

6. Prior to the Petition Date, The Oceanaire Restaurant Company, Inc. (“ORC”), and St. James Associates Joint Venture (“St. James”) entered into that certain Lease Agreement dated as of December 7, 2004 (the “Lease”). The Lease was for certain real property located at 200 West Washington Square (the “Premises”).

7. On the Petition Date, the Debtors filed their *Motion for an Order Rejecting Certain Real Estate Leases* [Docket No. 18] (the “Lease Rejection Motion”). Through the Lease Rejection Motion, the Debtors sought to reject the Lease, among other leases, effective as of July

² This notice also listed the bar date for governmental units of November 9, 2009 (the “Governmental Bar Date”).

³ Exhibits 1-11 of Garden City’s certificate of service [Docket No. 70] comprise the complete list of all parties who were served with the *Notice of Chapter 11 Bankruptcy Case, Meeting of Creditors, & Deadlines* on July 16, 2009.

6, 2009. On July 27, 2009, the Court entered its order [Docket No. 102] rejecting the Lease as of July 6, 2009.

C. The St. James Claims

8. On or about October 9, 2009, St. James filed a proof of claim in the Bankruptcy Case, Claim No. 469 ("Claim No. 469"), asserting an administrative expense claim in the amount of \$106,670.77 related to the Lease. On or about October 9, 2009, St. James filed a proof of claim in the Bankruptcy Case, Claim No. 471 ("Claim No. 471") asserting an administrative expense claim in the amount of \$106,670.77 related to the Lease.

9. On or about October 9, 2009, St. James filed a proof of claim in the Bankruptcy Case, Claim No. 470 ("Claim No. 470"), asserting a general unsecured claim in the amount of \$527,898.12 related to the Lease. On or about October 9, 2009, St. James filed a proof of claim in the Bankruptcy Case, Claim No. 472 ("Claim No. 472") asserting a general unsecured claim in the amount of \$527,898.12 related to the Lease. Claim Nos. 469, 470, 471 and 472 are referred to collectively herein as the "St. James Claims."

10. The Trustee's professionals extensively reviewed and analyzed the St. James Claims which raised certain complex issues and engaged in negotiations with St. James' counsel regarding the St. James Claims. As a result, the parties have reached the proposed settlement on which the Trustee is seeking approval by and through this Motion.

III. THE PROPOSED SETTLEMENT

11. After engaging in negotiations regarding the St. James Claims the Trustee proposes that St. James be allowed one general unsecured claim in the amount of \$390,000.00 and one administrative expense claim in the amount of \$40,000.00 with all other claims to be disallowed. The terms of the settlement are memorialized in a Stipulation executed by the parties and attached hereto as Exhibit A (the "Stipulation").

IV. REQUEST FOR RELIEF AND AUTHORITIES

12. The Trustee hereby requests entry of an order approving its settlement with St. James, as outlined above and more particularly detailed in the Stipulation, and authorizing the Trustee to take any and all necessary and appropriate actions in consummation thereof. The Trustee makes such request pursuant to Sections 105(a) of the Bankruptcy Code and Rule 9019 of the Federal Rules of Bankruptcy Procedure. *See* 11 U.S.C. §§ 105(a); Fed. R. Bankr. P. 9019.

13. Bankruptcy Rule 9019 provides that “[o]n motion by the trustee and after notice and a hearing, the court may approve a compromise or settlement.” Fed. R. Bankr. P. 9019(a). The rule is silent, however, with respect to the standards to be applied when considering such approval. Accordingly, the Fifth Circuit has established the following factors to consider in determining whether to approve a settlement:

- (a) The probability of success in the litigation, with due consideration for the uncertainty in fact and law;
- (b) The complexity and duration of the litigation and any attendant expense, inconvenience and delay; and
- (c) All other factors bearing on the wisdom of the compromise.

See Official Comm. of Unsecured Creditors v. Cajun Elec. Power Coop. Inc. (In re Cajun Elec. Power Coop. Inc.), 119 F.3d 349, 356 (5th Cir. 1997); *Rivercity v. Herpel (In re Jackson Brewing Co.)*, 624 F.2d 559, 602 (5th Cir. 1980). In considering “all other factors bearing on the wisdom of the compromise,” the Fifth Circuit has further explained that the Court should consider the best interests of the creditors, with proper deference to their reasonable views, and consider the extent to which the settlement is truly the product of arms-length bargaining, and not of fraud or collusion. *Cajun Elec.*, 119 F.3d at 356.

14. Having taken into account all of the foregoing standards, and based upon the facts and circumstances at issue as outlined above, the Trustee, in the exercise of its sound business judgment, has determined that approval of the Settlement Agreement is in the best interests of the beneficiaries of the Trust for the following reasons:

- First, the settlement will result in (i) the reduction of St. James' asserted general unsecured claim by approximately \$150,000.00, and (ii) the reduction of St. James' asserted administrative claim by approximately \$65,000.00.
- Second, while the Trustee might be able to reduce the St. James Claims further if the matter was tried, St. James might receive higher claims.
- Third, the settlement will also eliminate expense and the potential for delay.
- Fourth, the settlement is the product of protracted, arms-length negotiations between the parties.

15. For the foregoing reasons, the Trustee submits that approval of the settlement is warranted and in the best interests of the beneficiaries of the Trust.

V. CONCLUSION

WHEREFORE, PREMISES CONSIDERED, the Trustee respectfully requests entry of an order: (i) approving the settlement with St. James under the terms of the Stipulation; (ii) disallowing and expunging Claim No. 469 and Claim No. 470; (iii) allowing Claim No. 472 as a general unsecured claim in the amount of \$390,000.00; (iv) disallowing Claim No. 472 to the extent it exceeds \$390,000.00; (v) allowing Claim No. 471 as an administrative expense claim in the amount of \$40,000.00; (vi) disallowing Claim No. 471 to the extent it exceeds \$40,000.00; (vii) authorizing the Trustee to take any and all actions required and deemed necessary to consummate the settlement; and (viii) granting such other and further relief to which the Trustee may be entitled at law or in equity.

Dated: December 20, 2011

MUNSCH HARDT KOPF & HARR, P.C.

By: /s/ Deborah M. Perry
Deborah M. Perry
Texas Bar No. 24002755
3800 Lincoln Plaza
500 North Akard Street
Dallas, Texas 75201-6659
Telephone: (214) 855-7500
Facsimile: (214) 855-7584
dperry@munsch.com

*Attorneys for JLL Consultants, Inc.,
Trustee of the Oceanaire Creditors Trust*

CERTIFICATE OF SERVICE

The undersigned certifies that, on this 20th day of December, 2011, she caused the forgoing to be served on all parties entitled to ecf notification in the Bankruptcy Case, on the following party via first class U.S. mail, postage prepaid, and on the parties to the attached service list by first class U.S. mail, postage prepaid:

St. James Associates Joint Venture:

David L. Pollack
Ballard Spahr, LLP
1735 Market Street, 51st Floor
Philadelphia, PA 19103

/s/ Deborah M. Perry
Deborah M. Perry

MHDocs 3579950_1 11613.1

Deborah M. Perry
Texas Bar No. 24002755
MUNSCH HARDT KOPF & HARR, P.C.
3800 Lincoln Plaza
500 North Akard Street
Dallas, Texas 75201-6659
Telephone: (214) 855-7500
Facsimile: (214) 855-7584
Email: dperry@munsch.com

*Attorneys for JLL Consultants, Inc., Trustee of The
Oceanaire Creditors Trust*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	Chapter 11
	§	
THE OCEANAIRE TEXAS RESTAURANT	§	Case No. 09-34262-bjh -11
COMPANY, L.P., <i>et al.</i> , ¹	§	
	§	Jointly Administered
Debtors.	§	

**STIPULATION BETWEEN JLL CONSULTANTS, INC., TRUSTEE OF THE
OCEANAIRE CREDITORS TRUST AND ST. JAMES ASSOCIATES JOINT VENTURE**

TO THE HONORABLE BARBARA J. HOUSER, CHIEF U.S. BANKRUPTCY JUDGE:

COME NOW, JLL Consultants, Inc. (the "Trustee"), Trustee of the Oceanaire Creditors Trust (the "Trust") and St. James Associates Joint Venture ("St. James") and file this Stipulation fully and finally resolving all claims of St. James in the Bankruptcy Case and would respectfully show the Court as follows:

I. BACKGROUND

1. Prior to the Petition Date, The Oceanaire Restaurant Company, Inc. ("ORC"), as tenant, entered into a Lease Agreement dated as of December 7, 2004 with St. James, as landlord, (the "Lease") for certain real property located at 200 West Washington Square.

¹ The other Debtors in these cases include The Oceanaire Restaurant Company, Inc., The Oceanaire, Inc., The Oceanaire Investment Company, Inc., The Oceanaire Minneapolis Restaurant Company, LLC, and The Oceanaire Texas Beverage Company, Inc.

2. On July 5, 2009 (the "Petition Date"), The Oceanaire Texas Restaurant Company, L.P., *et al.* (the "Debtors") filed their respective petitions for relief under Chapter 11 of the U.S. Bankruptcy Code, 11 U.S.C. § 101, et seq. (the "Bankruptcy Code"), which are being jointly administered in this case (the "Bankruptcy Case").

3. On July 21, 2009, the U.S. Trustee's Office appointed the Official Committee of Unsecured Creditors (the "Committee") to serve in the Bankruptcy Case.

4. On or about October 9, 2009, St. James filed a proof of claim in the Bankruptcy Case, Claim No. 469 ("Claim No. 469"), asserting an administrative expense claim in the amount of \$106,670.77 related to the Lease. On or about October 9, 2009, St. James filed a proof of claim in the Bankruptcy Case, Claim No. 471 ("Claim No. 471") asserting an administrative expense claim in the amount of \$106,670.77 related to the Lease.

5. On or about October 9, 2009, St. James filed a proof of claim in the Bankruptcy Case, Claim No. 470 ("Claim No. 470"), asserting a general unsecured claim in the amount of \$527,898.12 related to the Lease. On or about October 9, 2009, St. James filed a proof of claim in the Bankruptcy Case, Claim No. 472 ("Claim No. 472") asserting a general unsecured claim in the amount of \$527,898.12 related to the Lease.

6. On March 16, 2010, the Debtors and Committee filed their First Amended Joint Plan of Reorganization Proposed by the Debtors and Official Committee of Unsecured Creditors Under Chapter 11 of the United States Bankruptcy Code (the "Plan"). On April 29, 2010, the Court entered its order confirming the Plan.

7. On April 30, 2010, the Plan became effective according to its terms, the Trust was established and the Trustee was appointed the initial trustee of the Trust.

II. JOINT STIPULATION

8. In full, final and complete resolution of all claims asserted by or which could have been asserted by St. James in the Bankruptcy Case, the Trustee and St. James hereby stipulate as follows:

9. Claim No. 469 and Claim No. 470 are withdrawn.

10. In full and final resolution of all claims asserted by or which could have been asserted by St. James in the Bankruptcy Case, including Claim Nos. 469, 470, 471 and 472; the Trustee and St. James stipulate and agree that St. James shall have one allowed general unsecured claim in the Bankruptcy Case in the amount of \$390,000.00 (the "Allowed General Unsecured Claim") and one allowed administrative expense claim of \$40,000.00 (the "Allowed Administrative Claim").

11. St. James represents to the Trustee that Claim Nos. 469, 470, 471 and 472 are the only claims St. James holds against the Debtors, their Estates and/or the Trust and that St. James has not assigned or transferred Claim Nos. 469, 470, 471 and/or 472 to any other person or entity.

12. On account of St. James' Allowed General Unsecured Claim of \$390,000.00, the Trust shall, within ten (10) business days of entry of an order approving this Stipulation, tender a payment, by regular U.S. mail, equal to the amount St. James would have received as an Initial Distribution on the Initial Distribution Date (as those terms are defined by the Plan and documents incorporated therein). On account of St. James' Allowed Administrative Claim, the Trust shall, within ten (10) business days of entry of an order approving this Stipulation, tender the \$40,000.00 payment, by regular U.S. mail to St. James. All other claims of St. James in the Bankruptcy Case are disallowed.

So STIPULATED as of the 15th day of December, 2011.

MUNSCH HARDT KOPF & HARR, P.C.

3800 Lincoln Plaza
500 N. Akard Street
Dallas, Texas 75201-6659
Telephone: (214) 855-7500
Facsimile: (214) 978-4365
Email: dperry@munsch.com

By: /s/ Deborah M. Perry

Deborah M. Perry
Texas Bar No. 24002755

**ATTORNEYS FOR JLL CONSULTANTS,
INC. TRUSTEE OF THE OCEANAIRE
CREDITORS TRUST**

BALLARD SPAHR, LLP

1735 Market Street, 51st Floor
Philadelphia, PA 19103
Telephone: (215) 864-8325
Facsimile: (215) 864-9473
Email: Pollack@ballardspahr.com

By: /s/ David L. Pollack (by permission DMP)

David L. Pollack
admitted *pro hac vice*

**ATTORNEYS FOR ST. JAMES
ASSOCIATES JOINT VENTURE**

MHDocs 3574123_1 11613.1

ADELE R SIMON-EHLIN
68 SUFFOLK WAY
MARLBORO NJ 07746

ADVANCE REALTY, INC.
850 DECATUR AVENUE NORTH
C/O JAMIE HEILICHER
GOLDEN VALLEY MN 55427

AGIO SBK PARTNERS
JACK HELMS
225 SOUTH SIXTH, 46TH FLOOR
MINNEAPOLIS MN 55402

ALAN R. GEIWITZ
8000 NORMAN CENTER DR STE 1170
MINNEAPOLIS MN 55437-9803

ALEX W. BOOSALIS
5116 WEST 40TH STREET
ST. LOUIS PARK MN 55416

ALLAN HICKOK
2510 VIA CAMPESINA
PALOS VERDES ESTATES CA 90274-1322

ALLEN H. HOLLOWAY AND SUE C.
HOLLOWAY AS JOINT TENANTS WITH RIGHT
OF SURVIVORSHIP
11907 WESTWOOD LANE
HIGHLAND IL 62249-3863

ALLEN M. WOLF AND ANNE R. WOLF AS
JOINT TENANTS WITH RIGHT OF
SURVIVORSHIP
1441 ASPEN WAY
MINNETONKA MN 55305

ALLEN SHOFÉ AND GRETCHEN WARD AS
JOINT TENANTS WITH RIGHT OF
SURVIVORSHIP
47770 BLOCKHOUSE POINT PLACE
STERLING VA 20165

ANDREW H. STILLMAN
14409 ORCHARD ROAD
MINNETONKA MN 55345

ANDREW KAROS
388 BEALE STREET #1312
SAN FRANCISCO CA 94105

ANTHONY R. BARAGA
12910 N. BAY TRAIL
SIDE LAKE MN 55781

APEX CAPITAL PARTNERS LLP
60 S 6TH ST STE 2540
MINNEAPOLIS MN 55402-4425

ARDELLE F. NICOLOFF
106 GROVELAND TERRACE
MINNEAPOLIS MN 55403

BARTON HAYS
5109 10TH AVENUE SOUTH
MINNEAPOLIS MN 55417

BEAR STEARNS SEC CORP
CUST FBO BABU AHARAM IRA
604 RIVER STREET
MINNEAPOLIS MN 55401-2576

BEAR STEARNS SEC CORP
CUST FBO GARY DACHIS IRA
19600 CEDARHURST STREET
WAYZATA MN 55391

BEAR STEARNS SEC CORP
CUST FBO LARRY C BARENBAUM IRA
11020 1ST AVE N
MINNEAPOLIS MN 55441

BEAR STEARNS SECURITIES CORPORATION
CUST FBO ADELE R. SIMON-EHLIN IRA
68 SUFFOLK WAY
MARLBORO NJ 07746

BEAR STEARNS SECURITIES
CORPORATION
CUST FBO JAMES T. HYNES IRA
1681 HIGHLAND PARKWAY
ST. PAUL MN 55116-2104

BEAR STEARNS SECURITIES CORPORATION
CUST FBO LARRY L. YARGER IRA
6728 SMITHTOWN ROAD
EXCELSIOR MN 55331

BEAR STEARNS SECURITIES CORPORATION
CUST FBO MARK PIPKORN ROTH IRA
3450 35TH AVENUE SOUTH
MINNEAPOLIS MN 55406

BEAR STEARNS SECURITIES
CORPORATION
CUST FBO RICHARD T. DROGUE IRA
13451 GARDEN VIEW DRIVE
APPLE VALLEY MN 55124

BEAR STERNS SECURITIES CORPORATION
CUST FBO DANIEL R. CHRISTL IRA
3264 N. CAMBRIDGE AVE.
MILWAUKEE WI 53211

BENJAMIN H. RUBIN
2435 EMERALD TRAIL
MINNETONKA MN 55305

BEVERLY ANN MORRIS
2510 CASCO POINT ROAD
WAYZATA MN 55391-9721

BRADLEY A. HOYT
10400 YELLOW CIRCLE DR STE 500
HOPKINS MN 55343-9229

BRADLEY E. BAKKEN
2525 THOROUGHbred LANE
ORONO MN 55356

BRADLEY J. BUSCHER AS TRUSTEE OF THE
REVOCABLE TRUST OF BRADLEY BUSCHER
U/A DATED FEBRUARY 6, 1996
302 NORTH RIVERFRONT
MANKATO MN 56001

BRUCE J. COOPERMAN
8834 7TH AVE N
MINNEAPOLIS MN 55427

BRUCE L. RICHMAN
11739 VILLAGE ARBOR STREET
LAS VEGAS NV 89123

CAROL PUTZEL LISTER
4 MAYFAIR RD
SAINT LOUIS MO 63124-1663

CHARLES RICH
88 N. MISSISSIPPI RIVER BL
ST. PAUL MN 55104

CLARION OPERATING LLC
MR. ERIC KOGAN
10 EAST 59TH STREET
NEW YORK NY 10022

CRAIG P. MUELLER
39 LOCUST ST.
MAHTOMEDI MN 55115

DANIEL HEILICHER AS TRUSTEE OF THE
DANIEL HEILICHER REVOCABLE TRUST U/A
DATED NOV 21, 1994
850 DECATUR AVENUE NORTH
C/O JAMIE HEILICHER
GOLDEN VALLEY MN 55427

DANIEL J. HOPKINS
10186 222ND STREET E.
LAKEVILLE MN 55044

DANIEL L. KREYE
6988 KENMARE DRIVE
BLOOMINGTON MN 55438

DANIEL M. ARONOVSKY
108 HOWARD DRIVE
TIBURON CA 94920

DAVID GOLUB CENTRE PARTNERS
MANAGEMENT LLC
30 ROCKEFELLER PLAZA, SUITE 5050
NEW YORK NY 10020

DAVID L. ROGERS
2208 HUNTINGTON POINT ROAD EAST
WAYZATA MN 55391

DEAN CONSTANTINE
3620 INDEPENDENCE AVENUE SOUTH #53
ST. LOUIS PARK MN 55426

DEAN E. SHAW AND MARY ORMAN OR
SUCCESSORS AS TRUSTEE OF THE E.A.H.
TRUST DATED SEPTEMBER 11, 2007, AS IT
MAY BE AMENDED AND/OR RESTATED
5855 NORTH CHRISTIANA AVENUE
CHICAGO IL 60659

DENNY HECKER
500 FORD ROAD
MINNEAPOLIS MN 55426

DON HAYS TTEE, LINDA HAYS TTEE DON W
HAYS REVOCABLE TRUST U/A DTD 1/2/98
2020 REDWOOD HILL ROAD
SANTA ROSA CA 95404

DON HAYS TTEE, LINDA HAYS TTEE
LINDA HAYS REVOCABLE TRUST U/A DTD
1/2/98
2020 REDWOOD HILL ROAD
SANTA ROSA CA 95404

DON W. HAYS
2020 REDWOOD HILL RD.
SANTA ROSA CA 95404

DR. KARL FOSTER-SMITH AND DR.
BRONAGH P. MURPHY, AS JOINT TENANTS
WITH RIGHT OF SURVIVORSHIP
5025 KELSEY TERRACE
EDINA MN 55436

EDWARD C ZEPF AND LOIS J ZEPF,
TRUSTEES
5035 TAFT PLACE
CINCINNATI OH 45243

EDWARD J. PASTER
2227 UNIVERSITY AVENUE
ST. PAUL MN 55114

EDWARD S. ADAMS
2010 W. 49TH ST
MINNEAPOLIS MN 55419

ERIC D. KOGAN
33 EAST 70TH ST, APT 7-E
NEW YORK NY 10021

ERIC ERICKSON AND PEGGY POORE AS
JOINT TENANTS WITH RIGHT OF
SURVIVORSHIP
136 W. MINAHAHA PARKWAY
MINNEAPOLIS MN 55419

F&G INVESTORS
P.O. BOX 129
ATTN: NEIL FEINBERG
NEWPORT MN 55055

FAMILY INVESTMENT GROUP - OCEANAIRE,
LLC
ATTN: JOHN THOMAS
901 MARQUETTE AVENUE, SUITE 2730
MINNEAPOLIS MN 55402

FAY GALLUS
4296 SAVANNAH TRAIL
SANTA ROSA CA 95404

GARY E. ZYWOTKO
3307 ST. PAUL AVENUE
MINNEAPOLIS MN 55416

GARY S. KOHLER
11554 CEDAR PASS
MINNETONKA MN 55305

GARY ZYWOTKO
3307 ST. PAUL AVENUE
MINNEAPOLIS MN 55416

GLENN C. MASSEY
6008 VIEW LANE
EDINA MN 55436

GLENN MASSEY AND DIANA MASSEY,
TRUSTEES
6008 VIEW LANE
EDINA MN 55436

GREG GADEL
574 PRAIRIE CENTER DRIVE, SUITE 13-271
EDEN PRAIRIE MN 55344

GREGORY C. WILKES AND SUSAN J. WILKES
AS JOINT TENANTS WITH RIGHT OF
SURVIVORSHIP
1034 WHITEHALL COVE
ANNAPOLIS MD 21401

GREGORY M. DAVIS
301 CARLSON PARKWAY SUITE 300
MINNEAPOLIS MN 55305

GUS W. BOOSALIS
102 MOUNT TIBURON ROAD
TIBURON CA 94920

HARLAN A. JACOBSON AND SUSAN M.
DUNBAR AS JOINT TENANTS WITH RIGHT
OF SURVIVORSHIP
11576 3RD ST.
BECKER MN 55308

HAROLD L. HECHT
42204 PANORAMA PLACE
LUCKETTS VA 20176

HAROLD TRESTMAN AND MARILYN
TRESTMAN AS JOINT TENANTS WITH RIGHT
OF SURVIVORSHIP
2805 REGENT AVENUE NORTH
MINNEAPOLIS MN 55422

HERREN DRUG INC.
RRI BOX 333
KAMPSVILLE IL 62053

HOWARD A. PASTER
301 WILSHIRE WALK
HOPKINS MN 55305

HOWARD KURETSKY
315 7TH AVENUE NORTH
MINNEAPOLIS MN 55401

JACK L. CHESTNUT
11478 KEYSTONE COURT
MINNETONKA MN 55305

JAMES C. DROGUE AND MARCIA A. DROGUE
AS JOINT TENANTS WITH RIGHT OF
SURVIVORSHIP
1254 MCMAHON DRIVE
SUN PRAIRIE WI 53590

JAMES DUVAL
10825 FALLING WATER LANE UNIT D
WOODBURY MN 55129

JAMES M. CURRY
3700 OAKDALE AVENUE NORTH
ROBBINSDALE MN 55422

JAMES STETLER AND CHRISTINE STETLER
AS JOINT TENANTS WITH RIGHT OF
SURVIVORSHIP
3740 YELLOWSTONE LANE
PLYMOUTH MN 55446

JAMES VOSE NADER KAZEMINY
US BANK, AS TRUSTEES
ATTN: MICHAEL DAVIES
8500 NORMANDALE LAKE BLVD STE 600
MINNEAPOLIS MN 55437-3819

JAMES VOSE NADER KAZEMINY
US BANK, AS TRUSTEES
ATTN: MICHAEL DAVIES
8500 NORMANDALE LAKE BLVD STE 6K00
MINNEAPOLIS MN 55437-3819

JANICE A. JUKES
PO BOX 1337
MCPHERSON KS 67460-1337

JEFFREY B. MIRVISS
15505 51ST STREET N.
PLYMOUTH MN 55446

JEFFREY NODDLE
4833 Highbury Lane
Minnetonka MN 55345

JEREMY WALDMAN AND JUDITH BELZER AS
JOINT TENANTS WITH RIGHT OF
SURVIVORSHIP
3601 OAKTON RIDGE
MINNETONKA MN 55305

JILL ZIPKIN
2876 BRECKENRIDGE ROAD
MINNETONKA MN 55305

JMNB INVESTMENT GROUP, LLC
3120 25TH ST. SOUTH #388
FARGO ND 58103

JOANNE ROBERTS AND PHILIP ROBERTS
TRUSTEES
5000 FRANCE AVENUE SOUTH #46
EDINA MN 55410

JOEL N. WALLER
1201 YALE PLACE #1306
MINNEAPOLIS MN 55403

JOHN B. GOODMAN
1107 HAZELTINE BLVD. #200
CHASKA MN 55436

JOHN MILNE AND DEBRA ANDERSON AS
JOINT TENANTS WITH RIGHT OF
SURVIVORSHIP
409 G STREET SE
WASHINGTON DC 20003

MICHAEL J. PANKOW/JACQUELYN KILMER
BROWNSTEIN HYATT FARBER SCHRECK
LLP
410 SEVENTEENTH STREET SUITE 2200
DENVER CO 80202

VKO ENTERPRISES, INC. AND ROBERT O.
NAEGELE, JR. REVOCABLE TRUST
C/O STEPHEN C. STAPLETON
DYKEMA GOSSETT, PLLC
1717 MAIN STREET, SUITE 4000
DALLAS, TX 75201

JOHN O. SCHUMANN AND ALICE M.
SCHUMANN AS JOINT TENANTS WITH RIGHT
OF SURVIVORSHIP
RRI BOX 121A
KAMPSVILLE IL 62053

JOHN ROGERS PATCH AND HOLLI TESS
PATCH AS JOINT TENANTS WITH RIGHT OF
SURVIVORSHIP
3071 LAKE SHORE BLVD.
MINNETONKA MN 55391

JON HAAS
21 SUNSET RD
DARIEN CT 06820

JONATHAN KAGAN
LAZARD FRERES & CO., LLC
30 ROCKEFELLER PLAZA, 48TH FLOOR
NEW YORK NY 10020

JORY M. HERMAN
618 WASHINGTON AVE N STE 202
MINNEAPOLIS MN 55401-4108

JOSEPH M. STERN AND STEPHANIE STERN
AS TRUSTEES OF THE STERN FAMILY
TRUST U/A DATED DECEMBER 22, 1997
660 N. LAS CASAS
PACIFIC PALISADES CA 90272

JOSEPH MICATROTTO
1625 PACIFIC TIDE PLACE
LAS VEGAS NV 89144

JOSEPH NOVOGRATZ AND CHRISTOPHER
NOVOGRATZ, AS JOINT TENANTS WITH
RIGHT OF SURVIVORSHIP
8301 AUDUBON RD
CHANHASSEN MN 55317-9494

JOSEPH P. MICATROTTO
1625 PACIFIC TIDE PLACE
LAS VEGAS NV 89144

JOSEPH PENNINGTON
7967 E 24TH AVENUE
DENVER CO 80238

JUDY SWARTZ
1890 SHELLEY COURT
HIGHLAND PARK IL 60035

JULY PARTNERS LLP
4200 IDS CENTER
ATTN: R.J. HARTMAN
MINNEAPOLIS MN 55402

JUSTIN HAYS
P.O. BOX 776
VICTOR ID 83455

KERI JONES AND SHERRI JAMES AS JOINT
TENANTS WITH RIGHT OF SURVIVORSHIP
1829 PINEHURST
ST. PAUL MN 55116

KEVIN J. VOIGT AND CINDY G. VOIGT AS
JOINT TENANTS WITH RIGHT OF
SURVIVORSHIP
59291 170TH STREET
WELLS MN 56097

KIM S. BURMEISTER AND JOHN B.
BURMEISTER, AS JOINT TENANTS WITH
RIGHT OF SURVIVORSHIP
810 EDGEMOOR DRIVE
HOPKINS MN 55305

KURT BOWE AND KELLE BOWE AS JOINT
TENANTS WITH RIGHT OF SURVIVORSHIP
2815 CASCO POINT ROAD
WAYZATA MN 55391

LARRY MEUERS
411 VADNAIS LAKE DRIVE
VADNAIS HEIGHTS MN 55127

LARRY R. MEUERS
411 VADNAIS LAKE DRIVE
VADNAIS HEIGHTS MN 55127

LAURENCE S. ZIPKIN
660 HIGHWAY 100 SOUTH STE 528
ST LOUIS PARK MN 55416-1534

LESTER POLLACK
CENTRE PARTNERS MANAGEMENT LLC
30 ROCKEFELLER PLAZA, SUITE 5050
NEW YORK NY 10020

LISA S. MORSE
26871 QUEVEDO LANE
MISSION VIEJO CA 92691

LYNETTE JENSEN AND NEIL JENSEN AS
JOINT TENANTS WITH RIGHT OF
SURVIVORSHIP
425 WASHINGTON AVE.
HUTCHINSON MN 55350

MANNY VILLAFANA
P.O. BOX 47946
MINNEAPOLIS MN 55447

MANUEL A. VILLAFANA
P.O. BOX 47946
MINNEAPOLIS MN 55447

MARC A. UTAY
860 PARK AVENUE, APT #8
NEW YORK NY 10021

MARY C. LECHNER, M.D.
8100 OAKMERE ROAD
BLOOMINGTON MN 55435

MATT LANASA
16589 KENNING RD
EDEN PRAIRIE MN 55347

MATTHEW TOMMIE LANASA
16589 KENNING ROAD
EDEN PRAIRIE MN 55347

MAURICE HUDSON
1300 NICOLLET MALL SUITE 2200
MINNEAPOLIS MN 55403

MAURICE HUDSON
6778 QUEENSLAND LANE N
MAPLE GROVE MN 55311

MELISSA SCHMIDT
5205 BIRCHCREST RD
EDINA MN 55436

MICHAEL E. RODICH
10525 31ST AVENUE NORTH
PLYMOUTH MN 55441

MICHAEL GALINSON AND ROCHELLE
GALINSON AS JOINT TENANTS WITH RIGHT
OF SURVIVORSHIP
4441 BRIARWOOD DRIVE
MINNETONKA MN 55343

MICHAEL J. WIER
701 XENIA AVENUE SUITE 120
MINNEAPOLIS MN 55416

MICHAEL P. SWENSON AND ROBERT G.
ROACH AS TENANTS-IN-COMMON
2435 COUNTRYSIDE DRIVE
ORONO MN 55356

MICHELLE MARIE MERCER AND ALLISON
ROBERT MERCER AS JOINT TENANTS
1300 NICOLLET MALL SUITE 3047
MINNEAPOLIS MN 55403

MIHAJLOV FAMILY LIMITED PARTNERSHIP II
ATTN: PETER J. MIHAJLOV
5032 FRANCE AVENUE S.
EDINA MN 55410

MORRIS GOLDFARB AND ARLENE GOLDFARB
AS JOINT TENANTS WITH RIGHT OF
SURVIVORSHIP
512 SEVENTH AVENUE 35TH FLOOR
NEW YORK NY 10018

MR. NEILL J. O'NEILL AS TRUSTEE OF THE
NEILL J. O'NEILL BS PROFIT SHARING PLAN
DTD 10/9/02
149 MONTROSE PLACE
ST. PAUL MN 55104

MURRAY HUNEKE AS TRUSTEE OF THE
HUNEKE FAMILY TRUST U/A DATED
OCTOBER 23, 1997
131 PINTA CT.
LOS GATOS CA 95030

NAIDITCH FAMILY LTD. PARTNERSHIP
2088 TENNYSON LANE
ATTN: ERNEST NAIDITCH
HIGHLAND PARK IL 60035

NANCY BIGOS AS CUSTODIAN FOR BEREK
BIGOS UNDER THE MINNESOTA UNIFORM
TRANSFER TO MINORS ACT
ATTN: TED BIGOS
8325 WAYZATA BLVD STE 200
GOLDEN VALLEY MN 55426-1460

NANCY BIGOS AS CUSTODIAN FOR BEREK
BIGOS UNDER THE MINNESOTA UNIFORM
TRANSFER TO MINORS ACT
ATTN: TED BIGOS
8325 WAYZATA BLVD, STE 200
MINNEAPOLIS MN 55426-1460

NANCY BIGOS AS CUSTODIAN FOR MADISO
BIGOS UNDER THE MINNESOTA UNIFORM
TRANSFER TO MINORS ACT
8325 WAYZATA BLVD STE 200
MINNEAPOLIS MN 55426-1460

NANCY BIGOS AS CUSTODIAN FOR
ALEXARAYE BIGOS UNDER THE MINNESOTA
TRANSFER TO MINORS ACT
ATTN: TED BIGOS
6400 BARRIE ROAD, SUITE 1400
EDINA MN 55435

NANCY BIGOS AS CUSTODIAN FOR
ALEXARAYE BIGOS UNDER THE MINNESOTA
TRANSFER TO MINORS ACT
ATTN: TED BIGOS
8325 WAYZATA BLVD STE 200
GOLDEN VALLEY MN 55426-1460

NANCY BIGOS AS CUSTODIAN FOR
ALEXARAYE BIGOS UNDER THE MINNESOTA
TRANSFER TO MINORS ACT
ATTN: TED BIGOS
8325 WAYZATA BLVD STE 200
MINNEAPOLIS MN 55426-1460

NANCY L. WILMES
5544 CAMDEN AVENUE
NORTH BROOKLYN PARK MN 55430

NANETTE PIKOVSKY
7719 PONDWOOD DR.
EDINA MN 55439

NASSER J. KAZEMINY
8500 NORMANDALE LAKE BLVD STE 600
MINNEAPOLIS MN 55437-3819

NICHOLAS COHEN
9803 ENCLAVE DRIVE
MINNETONKA MN 55305

NICK KAROS
15 CIRCLE WEST
EDINA MN 55436

OCEAN VENTURES, LLC
421 NORTH WABASHA STREET, SUITE 200
ATTN: TODD GELLER
ST. PAUL MN 55102

PARASOLE RESTAURANT HOLDINGS
5032 FRANCE AVENUE SOUTH
EDINA MN 55410

PARASOLE RESTAURANT HOLDINGS, INC.
5032 FRANCE AVENUE S.
ATTN: PETER J. MIHAJLOV
EDINA MN 55410

PATRICIA HERREN
RRI BOX 333
KAMPSVILLE IL 62053

PAUL F. STRAND
14310 BOWERS DRIVE
ANOKA MN 55303

PAUL SIEGEL
14185 47TH AVENUE NORTH
PLYMOUTH MN 55446

PAUL ZEPF
10 ALLISON LANE
THORWOOD NY 10594

PAUL ZEPF
30 ROCKEFELLER PLAZA, 48TH FLOOR
NEW YORK NY 10020

PETER GAINSLEY
3622 ASPEN RIDGE DRIVE
MINNETONKA MN 55305

PETER J. MIHAJLOV
30 ECHO BAY DRIVE
TONKA BAY MN 55331

PETER MIHAJLOV AND MARTHA MIHAJLOV
TRUSTEES
ATTN: PETER J. MIHAJLOV
5032 FRANCE AVENUE S
EDINA MN 55410

PHIL ROBERTS
5000 FRANCE AVE S UNIT 46
EDINA MN 55410-2062

PHIL SNYDER AND SHARON SNYDER AS
JOINT TENANTS WITH RIGHT OF
SURVIVORSHIP
4605 ANNAWAY DR.
EDINA MN 55436

PHILIP A. ROBERTS
5000 FRANCE AVENUE SOUTH #46
EDINA MN 55410

PUBLIC FOOD PARTNERS, LLP
ATTN: STUART NOLAN
1050 WEST 80TH STREET
BLOOMINGTON MN 55420

RALPH P. STILLMAN
19955 COTTAGEWOOD AVENUE
DEEPAVEN MN 55331

RANDAL P. SCHUMACHER
9516 BENT CREEK LANE
VIENNA VA 22182

RAYMOND L. LEMMONS
8695 NORTH 200TH STREET
FOREST LAKE MN 55025

RICHARD A. BORN
1495 MEDINA ROAD
MEDINA MN 55356

RICHARD A. MANDELL
70 WASHINGTON ST APT 7B
BROOKLYN NY 11201-1466

RICHARD EDWARDS
10070 EAGLE'S EYE WAY
INDIANAPOLIS IN 46234

RICHARD G. PEPIN JR. AND SUZANNE J.
PEPIN, AS JOINT TENANTS WITH RIGHT OF
SURVIVORSHIP
2950 DEAN PARKWAY #2503
MINNEAPOLIS MN 55416

RICHARD H. PROMAN AS TRUSTEE OF THE
RICHARD H. PROMAN REVOCABLE TRUST
U/A DATED JANUARY 23, 1995
3446 OAKTON DRIVE
MINNETONKA MN 55305

RICHARD J. ZYWOTKO AND LINDA L.
ZYWOTKO AS JOINT TENANTS WITH RIGHT
OF SURVIVORSHIP
16135 24TH AVENUE NORTH
PLYMOUTH MN 55447

RICHARD MANDELL
70 WASHINGTON STREET APT 7B
BROOKLYN NY 11201-1466

RICHARD P. SANKOVITZ
101 STATE ST N
WASECA MN 56093-2928

RICHARD T EDWARDS
10070 EAGLE EYE WAY
INDIANAPOLIS IN 46234

RICHARD WOOD AND CARMEN WOOD AS
JOINT TENANTS WITH RIGHT OF
SURVIVORSHIP
2660 LAKEWOOD LN.
MOUND MN 55364

RICHARD ZYWOTKO
16135 24TH AVENUE NORTH
PLYMOUTH MN 55447

ROBERT AND SUSAN DIAMOND FAMILY
LIMITED PARTNERSHIP
555 OAK RIDGE PLACE #230
HOPKINS MN 55305

ROBERT EZRILOV
11706 FOXHALL ROAD
MINNETONKA MN 55305

ROBERT J. CERFOLIO, M.D.
260 CAHABA OAK TRAIL
INDIAN SPRINGS AL 35124

ROBERT M. ANDERSON AS TRUSTEE OF THE
ROBERT M. ANDERSON TRUST U/A DATED
DECEMBER 5, 2005
314 MARQUETTE AVENUE #1606
MINNEAPOLIS MN 55403

ROBERT NAEGELE, JR AND ELLIS NAEGELE
TRUSTEES
ATTN: JOHN THOMAS
901 MARQUETTE AVENUE, SUITE 2730
MINNEAPOLIS MN 55402

ROBINSON'S BAY PARTNERS - OCEANAIRE
3600 IDS CENTER, 80 SOUTH 8TH STREET
ATTN: JOHN WHALEY
MINNEAPOLIS MN 55402

RODNEY L. COOPERMAN
8930 MINNEHAHA CIRCLE NORTH
MINNEAPOLIS MN 55426

RONALD A. JERICH
166 STONEBRIDGE RD.
LILYDALE MN 55118

RONALD HERREN AND PATRICIA HERREN AS
JOINT TENANTS WITH RIGHT OF
SURVIVORSHIP
RRI BOX 333 KAMPSVILLE IL 62053

ROSEDALE DODGE, INC.
ATTN: RICH HAGE
500 FORD ROAD
MINNEAPOLIS MN 55426

ROSS A. DAHLIN AND SANDRA M. DAHLIN AS
JOINT TENANTS WITH RIGHT OF
SURVIVORSHIP
2540 MANITOU ISLAND
WHITE BEAR LAKE MN 55110

RUTH BRAND
2950 DEAN PARKWAY #1405
MINNEAPOLIS MN 55416

SANFORD C. BERNSTEIN & CO. LLC FBO
SIDNEY KAPLAN IRA ROLLOVER #03812704
800 NICOLLET MALL BCMNH04H
MINNEAPOLIS MN 55402

SCOTT A. MILLER AND LISA K. MILLER AS
JOINT TENANTS WITH RIGHT OF
SURVIVORSHIP
8037 NARCISSUS LANE N.
MAPLE GROVE MN 55311

SCOTT M. TANKENOFF AS TRUSTEE OF THE
SCOTT M. TANKENOFF REVOCABLE TRUST
DATED NOVEMBER 8, 2001, INCLUDING ANY
AMENDMENTS THERETO
2424 KENNEDY STREET NE
MINNEAPOLIS MN 55413

SCOTT WINER
15605 51ST AVENUE N.
PLYMOUTH MN 55446

SHAWN PHILLIPS
14264 GOLF VIEW DR
EDEN PRAIRIE MN 55346-3000

SHIRLEY ZIPKIN
2404 MAYFLOWER
MINNETONKA MN 55305

SLWK VENTURE FUND, LLP
ATTN: DANIEL J. KLUTH
1600 TCF TOWER, 131 SOUTH 8TH STREET
MINNEAPOLIS MN 55402

STANFORD BARATZ AS TRUSTEE OF THE
STANFORD BARATZ REVOCABLE TRUST U/A
DATED SEPTEMBER 7, 1994
326 FERNDAL RD. W
WAYZATA MN 55391-1511

STEVE ABRAMS
11860 TAPESTRY LN.
MINNETONKA MN 55391

STEVE WEITZ
6523 ZIRCON LANE N
MAPLE GROVE MN 55311

STEVEN K. STREETER
20545 LINDEN RD.
EXCELSIOR MN 55331-9374

STEVEN M. RUBIN AND WENDY H. RUBIN AS
TRUSTEES OF THE STEVEN M. RUBIN
REVOCABLE TRUST U/A DATED APRIL 28,
2000
647 SOUTH SHORE BLVD WHITE
BEAR LAKE MN 55110

STEVEN R. PUTZEL
215 PINE POINT DRIVE
HIGHLAND PARK IL 60035

SUSAN LEE WOLF
286 DAYTON AVENUE ST.
PAUL MN 55102

TED BIGOS
8325 WAYZATA BLVD STE 200
MINNEAPOLIS MN 55426-1460

TERENCE A. RYAN
10 WOLCOTT DRIVE
MILLSTONE NJ 08510

TERENCE A. RYAN
10 WOLCOTT DRIVE
MILLSTONE TOWNSHIP NJ 08510

TERENCE A. RYAN WBNA CUSTODIAN TRAD
IRA
10 WOLCOTT DRIVE
MILLSTONE TOWNSHIP NJ 08510

THE ROBERT O NAEGELE JR REVOCABLE
TRUST BRIGGS AND MORGAN PA
ATTN MICHEAL D GORDON
80 S 8TH STREET 2200 IDS CENTER
MINNEAPOLIS MN 55402

THOMAS COHEN
9803 ENCLAVE DRIVE
MINNETONKA MN 55305

THOMAS M. SULLIVAN
4512 HIBISCUS AVENUE
EDINA MN 55435

THOMAS MCBURNEY
5630 FRANCE AVENUE SOUTH
EDINA MN 55402

TIM WHITLOCK
851 N. GLEBE RD #2019
ARLINGTON VA 22203

TIMOTHY S. YOSWIG AND MARY ANN
HERREN AS JOINT TENANTS WITH RIGHT OF
SURVIVORSHIP
903 N. STATE
JERSEYVILLE IL 62052

TIMOTHY WILLIAM WHITLOCK
851 N GLEBE ROAD
ARLINGTON VA 22203

TIMOTHY YOSWIG
MARY ANN HERREN
903 N STATE ST
JERSEYVILLE RI 62052

TODD D. RAARUP
325 N END AVE APT 7J
NEW YORK NY 10282

TOM O'SHEA
1910 W. 60TH STREET
MINNEAPOLIS MN 55414

TOM SABOW AND KIMBERLY SABOW AS
JOINT TENANTS WITH RIGHT OF
SURVIVORSHIP
6617 SOUTHWEST DRIVE
EDINA MN 55435

TRUMPET INVESTORS, L.P.
C/O CLARION CAPITAL PARTNERS,
MR. ERIC KOGAN
110 EAST 59TH STREET, SUITE 2100
NEW YORK NY 10022

TRUMPET SBIC PARTNERS, L.P.
C/O CLARION CAPITAL PARTNERS,
MR. ERIC KOGAN
110 EAST 59TH STREET, SUITE 2100
NEW YORK NY 10022

USB PIPER JAFFRAY
AS CUST FBO DARREN ACHESON IRA
3700 WELLS FARGO CENTER
90 SOUTH SEVENTH STREET
MINNEAPOLIS MN 55402

V.K.O. ENTERPRISES
225 SOUTH SIXTH STREET
ATTN: VANCE OPPERMAN
MINNEAPOLIS MN 55402

VERNON J. LOVEGREEN
10333 WILDWOOD CIRCLE
BLOOMINGTON MN 55437

WADE W WIESTLING
424 TURNPIKE ROAD
GOLDEN VALLEY MN 55416

WAYNE SIVERTSON
2422 UNITY AVENUE NORTH
GOLDEN VALLEY MN 55422

WF OPPORTUNITY FUND, LLC
7600 WEST 27TH ST, SUITE 227
ATTN: CHARLES WALENSKY
MINNEAPOLIS MN 55426

WILLIAM F. ALTHOFF
29977 97TH AVENUE WAY
CANNON FALLS MN 55009

WILLIAM G. BOOSALIS
5712 DEWEY HILL ROAD
EDINA MN 55439

WILLIAM J. EDLEFSEN
8834 7TH AVENUE NORTH
MINNEAPOLIS MN 55427

WILLIAM MCKOSKEY AND MARY MCKOSKEY
AS JOINT TENANTS WITH RIGHT OF
SURVIVORSHIP
11730 48TH PLACE N
PLYMOUTH MN 55442-2270

ZVI LEIBOVICH
3550 FARWAY LANE
MINNETONKA MN 55305

DEBORAH M. PERRY
MUNSCH HARDT KOPF & HARR, P.C.
500 N. AKARD STREET, SUITE 3800
DALLAS TX 75201-6659

JEFFREY E. SPIERS
ANDREWS KURTH LLP
600 TRAVIS, SUITE 4200
HOUSTON TX 77002